

Pinckneyville  
Listing of Assets and Liabilities Transferred  
From Ameren Energy Generating Company  
To Union Electric Company  
As of September 30, 2002\*

ICC Account	Account Title	Amount	Description of Transferred Items
101	Plant in service	\$ 171,652,315	
107	Construction work in progress	-	
108	Accumulated provision for depreciation	10,143,364	
135	Working funds	12,500	**
154	Plant materials and operating supplies	897,764	
165	Prepayments - Insurance	213,270	
184	Deferred Communication Expenses	3,772	
232	Accounts Payable - Capital	106,351	***
233	Intercompany Notes Payable	162,340,906	
236	Tax Accrd - Ad Valorem	189,000	

\* To be updated at the time of execution of the Asset Transfer Agreement.

\*\* The working fund is an allocated amount.

\*\*\* Accounts payable for O & M expenses are not included.

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 As of September 30, 2002\*

Plant Category	Summary of Electric Utility Plant			Net Plant
	Account 101	Account 107	Account 108	
	Plant in Service	Construction Work in Progress	Accumulated Depreciation	
Other Production (Accounts 340-346)	\$ 171,652,315	\$ -	\$ 10,143,364	\$ 161,508,951

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Construction work in Progress

No open projects.

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Fuel Stock	
<u>Plant</u>	<u>Ignition Oil</u>
Pinckneyville	\$ -

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<u>Operating Materials and Supplies</u>	
<u>Plant</u>	<u>Balance</u>
Pinckneyville	\$ 897,764

\* To be updated at the time of execution of the Asset Transfer Agreement.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.1(b)**  
**Fixed Assets - Pinckneyville**

See attached.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.1(c)**  
**Real Estate - Pinckneyville**

**Fee Property- Pinckneyville**

Legal descriptions of all real estate held in fee simple by Ameren Energy Generating Company to be transferred to Union Electric Company are attached hereto.

**Easements**

None.

**Leased Property**

None.

**Permits**

Perry County Highway – Resolution, dated December 13, 1999, signed by Don Hirsch, County Clerk, Perry County for underground communications cables Route 1.

Perry County Highway – Resolution, dated December 13, 1999, signed by Don Hirsch, County Clerk, Perry County for overhead conductor cables Route 1.

Perry County Highway – Resolution, dated January 24, 2000, signed by Don Hirsch, County Clerk, Perry County for eight buried cables, conduits across and under Route 1.

Permit #99-8, dated November 15, 1999, permitting construction work on County Highway right-of-way on White Walnut Road.

Permit #99-10, dated December 7, 1999, permitting construction work on County Highway right-of-way on FAS Route 1821 Section 44RS in Pinckneyville, Illinois.

**EXHIBIT A**  
**(Perry County, Illinois)**

**Tract 1**

The West Seventeen acres of even width of the Northwest Quarter of the Southeast Quarter, EXCEPT One and One-Half acres being described as follows: Commencing at the point of intersection of the North line of said Quarter-Quarter Section with the East line of a lane running along the West side of said Quarter-Quarter Section; thence run East on the land line 24 rods to a point; thence run South along a line parallel with the West line of said Quarter-Quarter Section 10 rods to a point; thence West 24 rods to the East line of said lane; thence North on the East line of said lane to the point of beginning, all being a part of Section Five (5), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, in Perry County, Illinois, EXCEPT coal, oil, gas and other minerals in and underlying said property; AND

The Southwest Quarter of the Northeast Quarter and the East Half of the Northeast Quarter of the Southeast Quarter of Section Five (5) EXCEPT the undivided one-half interest in and to the oil and gas in and underlying said premises AND EXCEPT the coal underlying said premises; and the West One-Half of the Northeast Quarter of the Southeast Quarter of Section Five (5), EXCEPT the coal underlying said lands; all in Township Five (5) South, Range Two (2) West of the Third Principal Meridian, in Perry County, Illinois; AND

The West One-Half of the Northwest Quarter of the Southwest Quarter of Section Four (4), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, Perry County, Illinois, EXCEPT the undivided one-half interest in and to the oil and gas in and underlying said premises, AND EXCEPT the coal underlying said premises;

***Tract 2***

Beginning at the point of intersection of the North line of the Northwest Quarter of the Southeast Quarter of Section Five (5), in Township Five (5) South, Range Two (2) West of the Third Principal Meridian with the East line of the lane or roadway running along the West side of said Northwest Quarter of the Southeast Quarter, then run East on the land line sixteen (16) rods, then South ten (10) rods parallel with the West line of the said Northwest Quarter of the Southeast Quarter, then West sixteen (16) rods to the East line of said lane, then North on the East line of said lane to the place of beginning, in the County of Perry, State of Illinois.

**Tract 3**

Commencing at the point of intersection of the North line of the Northwest Quarter of the Southeast Quarter of Section 5, Township 5 South, Range 2 West of the Third Principal Meridian, with the East line of the lane or roadway running along the West side of said Northwest Quarter of the Southeast Quarter,



thence run East on the land line 16 rods to the point of beginning, thence East on the land line 8 rods to a point; thence South along a line parallel with the West line of the said Northwest Quarter of the Southeast Quarter 10 rods to a point, thence West along a line parallel to the North line of the Northwest Quarter of the Southeast Quarter 8 rods to a point, thence North to the point of beginning, EXCEPT the coal, oil, gas and other minerals in and underlying said tract of land. Situated in the County of Perry, in the State of Illinois.

#### ***Tract 4***

Commencing at the Northeast corner of the Southwest Quarter of the Southwest Quarter, Section 5, Township 5 South, Range 2 West of the Third Principal Meridian, thence run West along the land line a distance of 38.27 feet for the point of beginning, thence from said point of beginning South along the West right-of-way line of White Walnut Road a distance of 208 feet, thence run West parallel with the North land line of said Southwest Quarter of the Southwest Quarter a distance of 416 feet, thence run North parallel with the West right-of-way line of White Walnut Road a distance of 208 feet, thence run East along the North land line of the said Southwest Quarter of the Southwest Quarter a distance of 416 feet to the point of beginning. Situated in the County of Perry, in the State of Illinois.

#### ***Tract 5***

The Southwest Quarter (SW 1/4) of the Northeast Quarter (NE 1/4) and the Southeast Quarter (SE 1/4) of the Northwest Quarter (NW 1/4) of Section Eight (8), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, Perry County, Illinois.

AND, the Southeast Quarter (SE 1/4) of the Southeast Quarter (SE 1/4) of Section Five (5), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, Perry County, Illinois. EXCEPT: Commencing at the Northwest corner of the Southeast Quarter (SE 1/4) of the Northwest Quarter (NW 1/4) of Section Eight (8), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, Perry County, Illinois; thence East along the North line of said Quarter-Quarter Section, a distance of 313.75 feet; thence South parallel with the West line of said Quarter-Quarter Section, a distance of 208.75 feet; thence West parallel with the North line of said Quarter-Quarter Section to the West line of said Quarter-Quarter Section; thence continuing North along the West line of said Quarter Quarter Section to the point of beginning, containing 1.50 acres more or less.

#### ***Tract 6***

The North ½ of the Northwest ¼ of Section 8, except the following: Beginning at the Northeast corner of the Northeast ¼ of the Northwest ¼ of said Section 8, then run West 20 rods, then South 80 rods, then East 20 rods and North 80 rods to the beginning, containing in said exception 10 acres, in Township 5 South, Range 2 West of the Third Principal Meridian. Situated in the County of Perry, State of Illinois.

***Tract 7***

The surface only of the East Quarter (E 1/4) of the Northeast Quarter (NE 1/4) of the Northwest Quarter (NW 1/4) of Section Eight (8), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, situated in the County of Perry in the State of Illinois.

***Tract 8***

The surface only of a part of the Southwest Quarter (SW 1/4) of the Northwest Quarter (NW 1/4) of Section 8, Township 5 South, Range 2 West of the Third Principal Meridian, Perry County, Illinois, more particularly described as follows, to wit: Commencing at the Northeast corner of said Quarter-Quarter Section; thence running westerly on the North line of said Quarter-Quarter section to the West right of way line of a public road (White Walnut Road), thence southerly along the West right of way line of said public road a distance of 320 feet; thence westerly on a line parallel with the North line of said Quarter-Quarter section a distance of 290 feet; thence northerly on a line parallel with the West right of way line of said public road (White Walnut Road) a distance of 320 feet to the North line of said Quarter-Quarter section; thence easterly along the North line of said Quarter-Quarter section a distance of 290 feet to the point of beginning. Situated in the County of Perry, in the State of Illinois.

***Tract 9***

Commencing at the Northwest corner of the Southeast Quarter (SE 1/4) of the Northwest Quarter (NW 1/4) of Section Eight (8), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, thence East along the North line of said Quarter Quarter section, a distance of 313.75 feet, thence South parallel with the West line of said Quarter Quarter section, a distance of 208.75 feet, thence West parallel with the North line of said Quarter Quarter section to the West line of said Quarter Quarter section, thence continuing North along the West line of said Quarter Quarter section to the point of beginning, containing 1.50 acres, more or less, situated in the County of Perry and State of Illinois.

***Tract 10***

The Northeast 1/4 of the Southwest 1/4 of Section 8, Township 5 South, Range 2 West, Third Principal Meridian, Perry County, Illinois.

**Tract 11**

The surface only of the Southeast Quarter of the Southwest Quarter, and the Southwest Quarter of the Southwest Quarter of Section 5, Township 5 South, Range 2 West of the Third Principal Meridian, Perry County, Illinois.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PROPERTY: Commencing at the Northeast corner of said Southwest Quarter of the Southwest, thence run West along the land line a distance of 38.27 feet for the point of beginning, thence from said point of beginning South along the West right of way line of White Walnut Road a distance of 208 feet, thence run West

parallel with the North land line of said Southwest Quarter of the Southwest Quarter a distance of 416 feet, thence run North parallel with the West right of way line of the White Walnut Road a distance of 208 feet, thence run East along the North land line of the said Southwest Quarter of the Southwest Quarter a distance of 416 feet to the point of beginning and containing in said exception 2 acres, more or less; situated in the County of Perry, in the State of Illinois.

**ALSO:**

The coal and other minerals in and underlying the following described real estate to wit:

- A. The Southeast Quarter (SE $\frac{1}{4}$ ) of the Southwest Quarter (SW $\frac{1}{4}$ ), and the Southwest Quarter (SW $\frac{1}{4}$ ) of the Southwest Quarter (SW $\frac{1}{4}$ ) of Section Five (5), and the East One-Fourth of the Northeast Quarter of the Northwest Quarter (E $\frac{1}{4}$ NE $\frac{1}{4}$ NW $\frac{1}{4}$ ) of Section Eight (8), Township Five (5) South, Range Two (2) West of the Third Principal Meridian, LESS AND EXCEPT the following described property:

Commencing at the Northeast corner of said Southwest Quarter (SW $\frac{1}{4}$ ) of the Southwest Quarter (SW $\frac{1}{4}$ ), thence run west along the land line a distance of 38.27 feet for the point of beginning, thence from said point of beginning south along the west right of way line of White Walnut Road a distance of 208 feet; thence run west parallel with the north land line of said Southwest Quarter (SW $\frac{1}{4}$ ) of the Southwest Quarter (SW $\frac{1}{4}$ ) a distance of 416 feet, thence run north parallel with the west right of way line of White Walnut Road a distance of 208 feet, thence run east along the north land line of said Southwest Quarter (SW $\frac{1}{4}$ ) of the Southwest Quarter (SW $\frac{1}{4}$ ) a distance of 416 feet to the point of beginning and containing in said exception two (2) acres, more or less;

- B. A part of the Southwest Quarter of the Northwest Quarter of Section 8, Township 5 South, Range 2 West of the Third Principal Meridian, more particularly described as follows, to wit:

Commencing at the Northeast corner of said Quarter Quarter Section; thence running Westerly on the North line of said Quarter Quarter Section to the West right of way line of a public road (White Walnut Road); thence Southerly along the West right-of-way line of said public road a distance of 320 feet; thence Westerly on a line parallel with the North line of said Quarter Quarter Section a distance of 290 feet; thence Northerly on a line parallel with the West right-of-way line of said public road (White Walnut Road) a distance of 320 feet to the North line of said Quarter Quarter Section; thence Easterly along the North line of said Quarter Quarter Section a distance of 290 feet to the point of beginning, containing 2.13 acres, more or less.

Situated in Perry County, State of Illinois.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.1(e)**  
**Intellectual Property - Pinckneyville**

None.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.1(j)**  
**Rolling Stock and Vehicles - Pinckneyville**

None.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.2(a)**  
**Retained Property - Pinckneyville**

None.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.2(b)**  
**Non-Assigned Contracts - Pinckneyville**

None.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 1.3(a)**  
**Required Consents - Pinckneyville**

**Assignability and Consents**

The Acquired Assets, including Contracts, Permits and Lease Agreements (but excluding leases of office equipment involving future payments of less than \$500,000 in the aggregate), which are non-assignable or non-transferable or cannot be subleased to Transferee without the consent of some Persons, are identified on Schedule 5.1(d).

**Regulatory Approvals**

The following is a list of all necessary approvals of any Governmental Authority for the transfer of assets:

Illinois Commerce Commission  
Federal Energy Regulatory Commission  
Also refer to Schedule 5.1(e).



**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 2.1(a)**  
**Assumed Indebtedness - Pinckneyville**

**Assumed Indebtedness**

None

**Assumed Liabilities**

See attached Balance Sheet of Ameren Energy Generating Company as of  
September 30, 2002 (to be updated in accordance with the Asset Transfer Agreement).

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 4.2(f)**  
**Existing Indebtedness to be Discharged by Closing - Pinckneyville**

None.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 5.1(c)**  
**Title to the Acquired Assets - Pinckneyville**

None.

**ASSET TRANSFER AGREEMENT  
SCHEDULE 5.1(e)  
Environmental Matters - Pinckneyville**

**Pinckneyville Power Plant**

**Air**

1. United States Environmental Protection Agency (USEPA) approval to modify alternative monitoring program for Pinckneyville Power Plant.
2. Acid Rain Program Phase II permit for units CT01, CT02, CT03 and CT04, issued 5/11/2000 and expires 12/31/2004.
3. Acid Rain Program Phase II permit for units CT05, CT06, CT07 and CT08 issued 5/26/2001 and expiration 12/31/2004..
4. Application for Title V air operating permit submitted to IEPA is currently on public notice until 12/31/2004. Facility ID No. 145842AAA, App. No. 01050020. Operating permit issued 11/26/2002. Expiration 11/26/07.
5. USEPA Certificate of Representation for assignment of Designated Representative and Alternative Designated Representative under Acid Rain Program.
6. Corporate Agreement of Representation for assignment of Designated Representative and Alternate Designated Representative under Acid Rain Program.
7. Authorized Account Representative for NOx SIP call revision to USEPA.
8. Corporate Agreement of NOx Budget Trading Program Agreement of Representation.

**Water**

1. IEPA NPDES permit number IL 0075906.
2. IEPA State Operating permit number 2000-EE-0708-1.
3. IEPA State Permit to construct (dechlorination system) 2002-EN-0514.

**Waste/Land Management**

1. Hazardous Waste ID Notification – ILR000079145.
2. State waste generator numbers – 1210405027
3. SPCC plan.

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 5.1(d)**  
**Contracts - Pinckneyville**

	<b><u>Name of Company</u></b>	<b><u>Date of Contract</u></b>	<b><u>Purpose</u></b>	<b><u>Consent Required</u></b>	<b><u>Consent Received</u></b>
1.	Natural Gas Pipeline Company of America <sup>1</sup>	12/17/99	Interconnection Agreement for gas-fired electric generation Station (gas)	No.	
2.	Natural Gas Pipeline Company of America <sup>1</sup>	6/1/00	Operation and Maintenance Agreement for gas facilities (gas)	No	
3.	Natural Gas Pipeline Company of America <sup>1</sup>	11/17/99	Transportation Rate Schedule FTS Contract No. 116646 (gas)	No	
			Amendment No. 001, dated 11/18/99 to Rate Schedule FTS Agreement – Contract No. 116656 (gas)	No	
4.	Natural Gas Pipeline Company of America <sup>1</sup>	8/17/01	Transportation Rate Schedule FTS Agreement Contract No. 119506 (gas)	No	
5.	Natural Gas Pipeline Company of America <sup>1</sup>	11/18/99	Point Operator Allocation Agreement – Contract No. 116595 (gas)	No	
6.	Natural Gas Pipeline Company of America <sup>1</sup>	11/3/99	Interruptible Transportation Rate Discount Agreement Contract No. 116589 (gas)	No	

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 5.1(d)**  
**Contracts - Pinckneyville**

<u>Name of Company</u>	<u>Date of Contract</u>	<u>Purpose</u>	<u>Consent Required</u>	<u>Consent Received</u>
7. Natural Gas Pipeline Company of America <sup>1</sup>	5/12/00	Letter Agreement for Interruptible Balancing Service (gas) Contract No. 117638	No	
8. Ameren Services, as agent for Union Electric Company and Central Illinois Public Service Company as assigned to Ameren Energy Generating Company on 5/1/2000	11/9/99	Transmission System Interconnection Agreement – Pinckneyville, Illinois (electric)	Yes	
9. Ameren Services, as agent for Union Electric Company and Central Illinois Public Service Company as assigned to Ameren Energy Generating Company on 5/1/2000	11/9/99	Parallel Operating Agreement - Pinckneyville, Illinois (electric)	Yes	
10. City of Pinckneyville	3/10/01	Road Use Agreement in connection the construction of a power generating facility in Perry County, Illinois	No	
	1/16/01	Extension of Road Use Agreement Expiration: 12/31/01		
11. Perry County Highway Engineer	12/29/00	Perry County Road Use Agreement permitting Ameren trucks to haul Over Perry County roads Expiration: 12/31/01	No	

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 5.1(d)**  
**Contracts - Pinckneyville**

	<u><b>Name of Company</b></u>	<u><b>Date of Contract</b></u>	<u><b>Purpose</b></u>	<u><b>Consent Required</b></u>	<u><b>Consent Received</b></u>
12.	Perry County Enterprise Zone	6/29/01	Abatement of County and Municipal taxes pursuant to enterprise zone Schedule -- period 10 years	No	
13.	City of Pinckneyville	1/11/02	Water Supply Sale Agreement for development of water system improvements and to supply potable water until improvements are completed Expiration: 12/31/2011 renewable For 10 year periods	No	
14.	Siemens Westinghouse Operating Services Company <sup>1</sup>	5/12/01	Operation and Maintenance Agreement for Gibson City, Kinmundy, Pinckneyville, Elgin And Columbia Power Plants	No	
15.	Eugene Pick (Licensee)	3/1/01	License Agreement for use of the real estate by Licensee for farming crops (Parts of Section 4, Section 5 and Section 8 Township 5 South, Range 2 West of the Third Principal Meridian Perry County, Illinois)	No	
16.	General Electric Company and Illinois Material Supply	8/21/00	Purchase of eight (8) Gad Turbines	No	

<sup>1</sup>At time of transfer, this contract may be assigned or released in part to Union Electric Company or restructured to create a new and separate contract with Union Electric Company

**ASSET TRANSFER AGREEMENT**  
**SCHEDULE 5.1(d)**  
**Contracts - Pinckneyville**

**Purchase Orders**

<b><u>Name of Company</u></b>	<b><u>Date of Contract</u></b>	<b><u>Purpose</u></b>	<b><u>Consent Required</u></b>	<b><u>Consent Received</u></b>
General Electric Company		PO #333971 - purchase of parts on an as-required basis for Pinckneyville	No	
General Electric Company		PO #064060 – as-needed field service on LM6000's (Pinckneyville Phase I)	No	



**PINCKNEYVILLE**  
**BALANCE SHEET**  
**September 30, 2002\***

<b>Assets</b>	
<b>Property and Plant, at original cost:</b>	
Electric plant	\$ 171,652,315
Less accumulated depreciation and amortization	10,143,364
<b>Total property and plant, net</b>	<b>161,508,951</b>
<b>Current Assets:</b>	
Working funds	12,500 **
Plant Materials and Supplies	897,764
Prepayments - insurance	213,270
Deferred communication expenses	3,772
<b>Total current assets</b>	<b>1,127,306</b>
<b>Total Assets</b>	<b>\$ 162,636,257</b>
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Accounts payable - capital	\$ 106,351 ***
Taxes accrued - Ad Valorem	189,000
Intercompany notes payable	162,340,906
<b>Total Liabilities</b>	<b>\$ 162,636,257</b>
* To be updated at the time of execution of the Asset Transfer Agreement.	
** The working fund is an allocated amount.	
*** Accounts payable for O & M expenses are not included.	